

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT



APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER UTE Tribal 14-35D-54			
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT BRUNDAGE CANYON			
4. TYPE OF WELL Gas Well <input type="checkbox"/> Coalbed Methane Well: NO <input type="checkbox"/>						5. UNIT or COMMUNITIZATION AGREEMENT NAME			
6. NAME OF OPERATOR BERRY PETROLEUM COMPANY						7. OPERATOR PHONE 303 999-4044			
8. ADDRESS OF OPERATOR 4000 South 4028 West Rt 2 Box 7735, Roosevelt, UT, 84066						9. OPERATOR E-MAIL kao@bry.com			
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 14-20-H62-5053			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			
13. NAME OF SURFACE OWNER (if box 12 = 'fee')						14. SURFACE OWNER PHONE (if box 12 = 'fee')			
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')			
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN') Ute Indian Tribe			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input checked="" type="checkbox"/> (Submit Commingling Application) NO <input type="checkbox"/>			19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>			

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	1312 FSL 540 FWL	SWSW	35	5.0 S	4.0 W	U
Top of Uppermost Producing Zone	736 FSL 1806 FWL	SESW	35	5.0 S	4.0 W	U
At Total Depth	660 FSL 1980 FWL	SESW	35	5.0 S	4.0 W	U

21. COUNTY DUCHESNE		22. DISTANCE TO NEAREST LEASE LINE (Feet) 540		23. NUMBER OF ACRES IN DRILLING UNIT 640	
		25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 25		26. PROPOSED DEPTH MD: 7023 TVD: 6714	
27. ELEVATION - GROUND LEVEL 6641		28. BOND NUMBER RLB0005647		29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-12400, 43-1221, 43-1226, 43-1627, 43-1628	

Hole, Casing, and Cement Information										
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
SURF	12.25	8.625	0 - 350	24.0	J-55 ST&C	9.5	Class G	225	1.15	15.8
PROD	7.875	5.5	0 - 7023	17.0	N-80 LT&C	9.5	Type V	200	3.82	11.0
							Premium Lite High Strength	430	1.7	13.1

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES

<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP

NAME Terri Hartle	TITLE Regulatory Analyst	PHONE 435 896-5501
SIGNATURE	DATE 05/30/2013	EMAIL Terri.Hartle@westernls.com
API NUMBER ASSIGNED 43013521990000		
APPROVAL Permit Manager		

T5S, R4W, U.S.B.&M.

BERRY PETROLEUM COMPANY

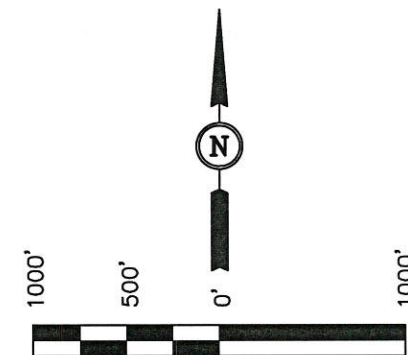
Well location, UTE TRIBAL #14-35D-54, located as shown in the SW 1/4 SW 1/4 of Section 35, T5S, R4W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BRASS CAP SET IN CONCRETE BY SUNRISE ENGINEERING LOCATED IN THE SE 1/4 OF SECTION 16, T5S, R3W, U.S.B.&M. SAID ELEVATION IS MARKED AS BEING 6281.9 FEET.

BASIS OF BEARINGS

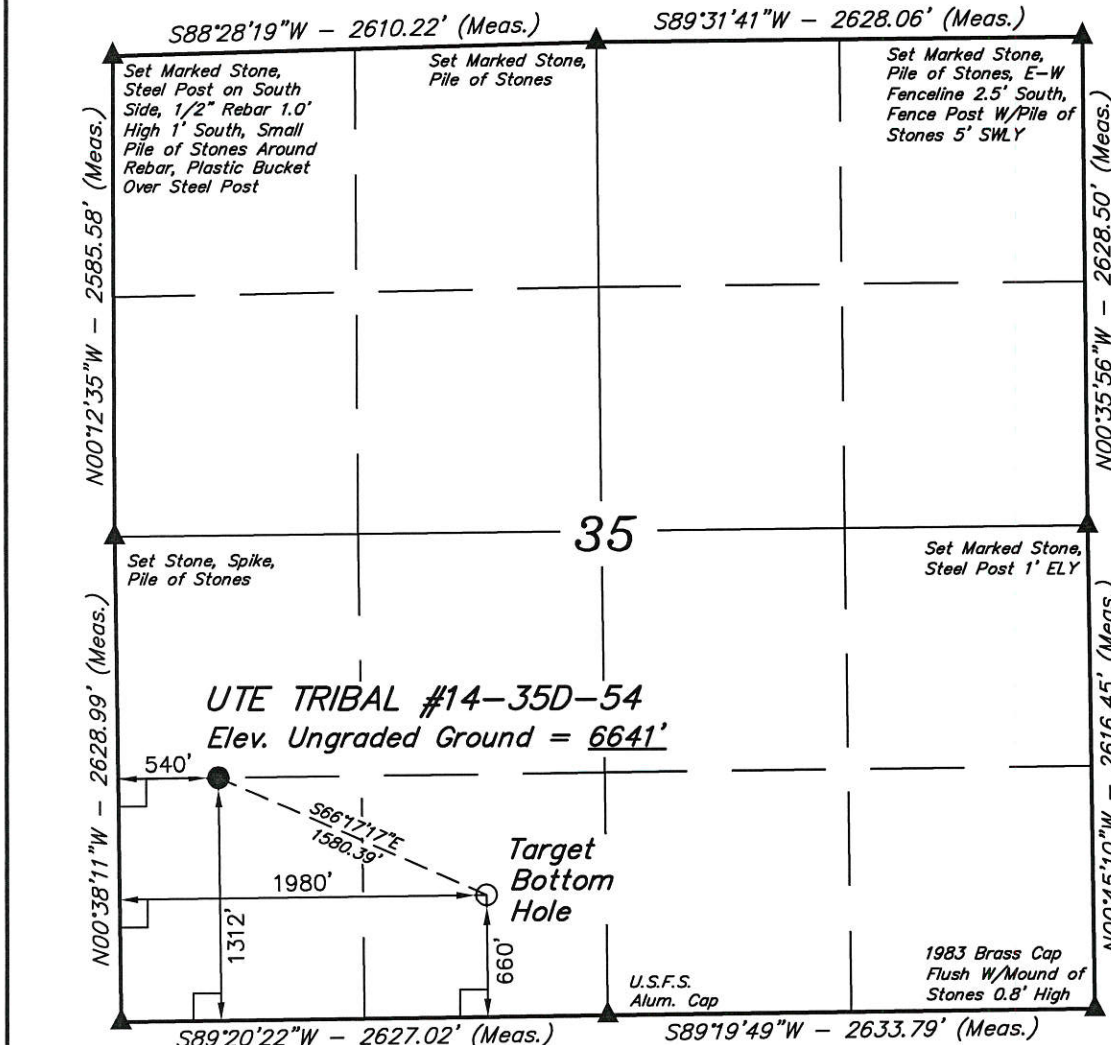
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Robert L. Kay
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH
 11-06-12



1983 Brass Cap 1.0' High, Pile of Stones, E-W Fenceline

LEGEND:

- └─ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 39°59'51.84" (40.997733)	LATITUDE = 39°59'58.31" (39.999531)
LONGITUDE = 110°18'19.54" (110.305428)	LONGITUDE = 110°18'38.03" (110.310564)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 39°59'51.98" (40.997772)	LATITUDE = 39°59'58.45" (39.999569)
LONGITUDE = 110°18'16.99" (110.304719)	LONGITUDE = 110°18'35.48" (110.309856)

UINTAH ENGINEERING & LAND SURVEYING
 85 SOUTH 200 EAST - VERNAL, UTAH 84078
 (435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 10-26-12	DATE DRAWN: 10-30-12
PARTY G.O. J.J.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE BERRY PETROLEUM COMPANY	